

DEWAN FAROOQUE MOTORS LIMITED

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extra Ordinary General Meeting of **Dewan Farooque Motors Limited** ("**DFML**" or "**the Company**") will be held on **Thursday, June 27, 2024, at 11:30 a.m.** at Dewan Cement Limited Factory Site, at Deh Dhando, Dhabeji, District Malir, Karachi, Pakistan; to transact the following businesses upon recitation from Holy Qur'aan and other religious recitals:

ORDINARY BUSINESS:

1. To confirm the minutes of the preceding Annual General Meeting of the Company held on Thursday, October 26, 2023.;
2. To consider any other business with the permission of the Chair.

SPECIAL BUSINESS:

1. To discuss, consider and approve for increase the Authorized Capital of the Company from Rs. 1,500,000,000/-, divided into 150,000,000 ordinary shares of Rs. 10/- each, to Rs. 3,000,000,000/-, divided into 300,000,000 ordinary shares of Rs. 10/- each, and to resolve consequent alterations in the Memorandum and Articles of Association of the Company.

By order of the Board


Muhammad Hanif German
Director & Company Secretary

Karachi: June 6, 2024

"Statement under Section 134(3) of the Companies Act, 2017, concerning the Special Business, is attached along with the Notice circulated to the members of the Company, and is deemed an integral part hereof"

NOTES:

1. The Share Transfer Books of the Company will remain closed for the period from June 21, 2024 to June 27, 2024 (both days inclusive).
2. Members are requested to immediately notify change in their addresses, if any, at our Shares Registrar Transfer Agent BMF Consultants Pakistan (Private) Limited, located at Annum Estate Building, Room No. 310 & 311, 3rd Floor, 49 Darul Aman Society, Main Shahrah-e-Faisal, Adjacent Baloch Colony Bridge, Karachi, Pakistan.
3. A member of the Company entitled to attend and vote at this meeting, may appoint another member as his/her proxy to attend and vote instead of him/her. Proxies, in order to be effective, must be received by the Company at the above said address, not less than 48 hours before the meeting.
4. CDC Account holders will further have to observe the following guidelines, as laid down in Circular 01 dated January 20, 2000, issued by the Securities and Exchange Commission of Pakistan:



YD | A YOUSUF DEWAN COMPANY

DEWAN FAROOQUE MOTORS LIMITED

Registered Office: Dewan Centre, 3-A, Lalazar Beach Hotel, Road, Karachi - 74000 Pakistan

Fax +92 21 35630860 | UAN +92 21 111 364 111

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a) For Attending Meeting:

- i) In case of individual, the account holder or sub-account holder, and/or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall authenticate his/her identity by showing his/her original National Identity Card (CNIC), or original passport at the time of attending the meeting.
- ii) In the case of corporate entity, the Board of Directors' resolution/power of attorney, along with the specimen signature of the nominee, shall be produced (unless it has been provided earlier) at the time of meeting.

b) For Appointing Proxies:

- i) In case of individual, the account holder or sub-account holder, and/or the person whose securities are in group account and their registration details are uploaded as per the regulations, shall submit the proxy form as per the above requirements.
- ii) Two persons, whose names, addresses, and CNIC numbers shall be mentioned on the form, shall witness the proxy.
- iii) Attested copies of CNIC or passport of the beneficial owners and proxy shall be furnished along with the proxy form.
- iv) The proxy shall produce his/her original CNIC or original passport at the time of the meeting.
- v) In case of corporate entity, the Board of Directors' resolution/power of attorney, along with the specimen signature of the nominee, shall be produced (unless it has been provided earlier) along with the proxy form to the Company.

5. Notice to Shareholders who have not provided CNIC:

CNIC of the shareholders is mandatory in terms of directive of the Securities and Exchange Commission of Pakistan contained in S.R.O. 831(1)/2012 dated July 05, 2012 for the issuance of future dividend warrants etc. and in the absence of such information, payment of dividend may be withheld in term of SECP's above mentioned directive. Therefore, the shareholders who have not yet provided their CNICs are once again advised to provide the attested copies of their CNICs directly to our Shares Registrar without any further delay.

6. Participation in the Extra Ordinary General Meeting (EOGM) via physical presence or through video conferencing.

The Company will be providing the facility to all shareholders to participate in the Extra Ordinary General Meeting via video link.

The shareholders who wish to attend the Extra Ordinary General Meeting electronically are hereby requested to get themselves registered by sending their particulars at the designated email address dfml.corp@yousufdewan.com, giving particulars as per below table not later than 48 hours before the EOGM: (i) the Name of Member; (ii) CNIC / NTN No; (iii) Folio No. / CDC IAS No.; (iv) Cell No.; and (v) Email Address.

Members will be registered after necessary verification as per the above requirement and will be provided a video-link by the Company via email.



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Only those Members will be accepted at the EOGM via video-conferencing whose names match the details shared with the Company for registration (as mentioned above).

The login facility will remain open from 11:15 am till end of EOGM.

7. E-voting for Special Agenda Items

It is hereby notified that pursuant to the Companies (Postal Ballot) Regulations, 2018 and its amendments notified vide SRO 2192(1)/2022 dated December 5, 2022, members will be allowed to exercise their right to vote for the special business(es) in the EOGM, in accordance with the conditions mentioned in the aforesaid Regulations. The Company shall provide its members with the following options for voting:

i) E-Voting Procedure

- (a) Details of the e-voting facility will be shared through an email with those members of the Company who have their valid CNIC numbers, cell numbers, and email addresses available in the register of members of the Company within due course.
- (b) The web address, login details, will be communicated to members via email.
- (c) Identity of the members indenting to cast vote through E-voting shall be authenticated through authenticated login.
- (d) E-Voting lines will start from June 21, 2024 10:00 am and shall close on June 26, 2024 at 5 p.m. Members can cast their votes any time in the period.

ii) Postal Ballot

For voting through Postal Ballot members may exercise their right to vote as per provisions of the Companies (Postal Ballot) Regulations, 2018 subject to the requirement of Section 143 and 144 of the Companies Act, 2017. Further details in this regard will be communicated to the shareholders within the legal time frame as stipulated under these said Regulations, if required.

The members shall ensure that duly filed and signed ballot paper along with copy of CNIC should reach the Chairman of the meeting through post on the Company's Registered office or email at dfml.corp@yousufdewan.com one day before the Extra Ordinary General Meeting i.e. June 27, 2024 during the working hours. The signature on the ballot paper shall match with the signature on CNIC or Company records.

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STATEMENT UNDER SECTION 134(3) OF THE COMPANIES ACT, 2017

This statement is annexed as an integral part of the Notice of the Extra Ordinary General Meeting of **Dewan Farooque Motors Limited** ("DFML" or "**the Company**") will be held on **Thursday, June 27, 2024, at 11:30 a.m.** at Dewan Cement Limited Factory Site, at Deh Dhando, Dhabeji, District Malir, Karachi, Pakistan; and sets out the material facts concerning the Special Business to be transacted at the Meeting.

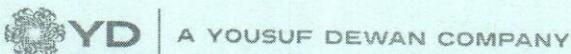
Special Business

1. To discuss, consider and approve for increase the Authorized Capital of the Company from Rs. 1,500,000,000/-, divided into 150,000,000 ordinary shares of Rs. 10/- each, to Rs. 3,000,000,000/-, divided into 300,000,000 ordinary shares of Rs. 10/- each, and to resolve consequent alterations in the Memorandum and Articles of Association of the Company.

The increase in authorized capital is nevertheless necessitated to accommodate the above-said further issue of shares. Capital increase fee, as prescribed under the Seventh Schedule to the Companies Act, 2017, shall be payable by the Company. The following resolution is proposed in this respect:

IT IS HEREBY RESOLVED:

"That the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following: The Authorized Capital of the Company is Rs. 3,000,000,000 (Rupees Three Billion Only) divided into 300,000,000 (Three Hundred Million) shares of Rs. 10/- each, with the rights, privileges and conditions attaching thereto, as are provided by the regulations of the Company for the time being, with power to increase and reduce the Capital of the Company, and to divide the shares in the Capital for the time being, into several classes, and the existing Clause 4(a) Articles of Association of the Company be and is hereby substituted with the following: The Authorized Capital of the Company is Rs. 3,000,000,000/- (Three Billion) divided into 300,000,000 (Three Hundred Million) Ordinary Shares of Rs. 10/- each."



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